
DEFINITIONS AND GLOSSARY

In this prospectus, unless the context otherwise requires, the following expressions shall have the following meanings.

“AMG”	AMG Holdings Limited, a company incorporated in the Cayman Islands with limited liability on 29 March 2011, one of our Investors and a special purpose vehicle wholly-owned by the CVC Funds, which are managed and advised by subsidiaries and affiliates of CVC Capital Partners SICAV-FIS S.A.
“Application Form(s)”	WHITE Application Form(s), YELLOW Application Form(s) and GREEN Application Form(s) or, where the context so requires, any of them
“Articles of Association”	the Articles of Association of the Company (as amended from time to time), a summary of which is set out in “ <i>Appendix IV – Summary of the Constitution of the Company and Cayman Companies Law</i> ”
“Asia Health”	Asia Health Century International Inc., a company incorporated in the Cayman Islands on 2 August 2010 and one of the Controlling Shareholders of the Company
“Atlantic Health Century”	Atlantic Health Century International Group Limited, a company incorporated in BVI on 18 August 2011 and one of the Controlling Shareholders of the Company
“Board” or “Board of Directors”	the board of directors of the Company
“business day”	any day (other than a Saturday, Sunday or public holiday) on which banks in Hong Kong are generally open for business
“BVI”	the British Virgin Islands
“CAGR”	compound annual growth rate
“Catalogue”	the Industry Guidance Catalogue of Foreign Investment (外商投資產業指導目錄) of the PRC
“Cayman Companies Law”	the Companies Law, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands, as amended, supplemented or otherwise modified from time to time
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“CCASS Clearing Participant”	a person admitted to participate in CCASS as a direct clearing participant or general clearing participant

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“CCASS Custodian Participant”	a person admitted to participate in CCASS as a custodian participant
“CCASS Investor Participant”	a person admitted to participate in CCASS as an investor participant who may be individual or joint individuals or a corporation
“CCASS Participant”	a CCASS Clearing Participant, a CCASS Custodian Participant or a CCASS Investor Participant
“CFDA”	the China Food and Drug Administration of the PRC (中華人民共和國國家食品藥品監督管理總局)
“Chairman”	Chairman of the Board
“Chengde Yushi”	Chengde Yushi Jindan Pharmaceutical Company Limited (承德御室金丹藥業有限公司), a company incorporated in the PRC on 8 March 2001, one of our suppliers and a connected person of our Group
“China” or “the PRC”	the People’s Republic of China, excluding, for the purpose of this prospectus, Hong Kong, Macau and Taiwan, unless otherwise specified
“Companies Ordinance”	the Companies Ordinance (Chapter 32 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
“Company”, “our”, “we” or “us”	Jintian Pharmaceutical Group Limited (金天醫藥集團股份有限公司), a company incorporated in the Cayman Islands on 12 March 2012 as an exempted company with limited liability and, except where the context otherwise requires, all of its subsidiaries; in respect of the period before the Company became the holding company of its present subsidiaries, unless the context otherwise requires, this includes the Company’s present subsidiaries
“Contractual Arrangements”	the Exclusive Consultancy Services Agreement, the Exclusive Option Agreement, the Power of Attorney and the Share Pledge, as more particularly described in “ <i>History and Reorganisation – Reorganisation – Contractual Arrangements</i> ”
“Controlling Shareholders”	has the meaning set out in the Listing Rules and in the context of our Company, means Mr. Jin, Ms. Chen, Mr. Jin Dongkun (金東昆), Mr. Jin Guisheng (金貴生), Ms. Hao Ruihua (郝瑞華), Asia Health, Global Health Century, Pacific Health Century and Atlantic Health Century

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“CSRC”	China Securities Regulatory Commission
“CVC Funds”	CVC Capital Partners Asia Pacific III L.P. and CVC Capital Partners Asia Pacific III Parallel Fund-A, L.P.
“DBS Nominees”	DBS Nominees (Private) Limited, a company incorporated in the Republic of Singapore with limited liability on 17 April 1969 and one of our Investors
“Deed of Non-competition”	the deed of non-competition dated 18 November 2013 entered into by the Controlling Shareholders in favour of the Company pursuant to which the Controlling Shareholders have agreed to give certain non-competition undertakings as further described in <i>“Relationship with our Controlling Shareholders – Deed of Non-competition”</i>
“Delivery Hotline 96321”	a telephone hotline through which we provide free delivery services to our members for their purchases with us
“Director(s)”	the director(s) of the Company
“Direct-supply Model”	the direct-supply business model adopted by us as described in <i>“Business – Our Direct-supply Model”</i>
“Exclusive Consultancy Services Agreement”	an agreement dated 1 July 2013 entered into among Hong Kong Health Century, Jintian Century and Jintian Aixin Co. and as amended on 26 November 2013, please see <i>“History and Reorganisation – Reorganisation – Contractual Arrangements”</i> for further details
“Exclusive Option Agreement”	the exclusive option agreement dated 26 November 2013 entered into between Hong Kong Health Century, Jintian Aixin Co. and Jintian Century, details of which are set out in <i>“History and Reorganisation – Reorganisation – Contractual Arrangements”</i>
“Family Trust”	a discretionary trust settled by Mr. Jin as the settlor pursuant to a trust deed dated 6 November 2013 with Credit Suisse Trust Limited acting as trustee
“Founder Holdcos”	Atlantic Health Century, Global Health Century and Pacific Health Century
“GDP”	gross domestic product

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“Global Health Century”	Global Health Century International Group Limited, a company incorporated in BVI on 18 August 2011 and one of the Controlling Shareholders of the Company
“Global Offering”	the Hong Kong Public Offering and the International Offering
“GMP” or “Good Manufacturing Practice”	Good Manufacturing Practice, which are guidelines and regulations issued to ensure that pharmaceutical products subject to those guidelines and regulations are consistently produced and controlled to the quality and standards appropriate for their intended use
“Greater China Region”	China, Hong Kong, Macau and Taiwan
“Green Application Form(s)”	the application form(s) to be completed by the White Form eIPO service provider designated by the Company
“Group”	the Company and its subsidiaries
“Harbin Ciji Pharma”	Heilongjiang Jintian Group Harbin Ciji Pharmaceutical Limited (黑龍江省金天集團哈爾濱慈濟醫藥有限公司), a company incorporated in the PRC on 30 April 1996 and our non wholly-owned subsidiary
“Harbin Hongqi”	Harbin Hongqi Pharmaceutical Chain Company Limited (哈爾濱紅旗醫藥連鎖有限公司), a company incorporated in the PRC on 18 April 2005 which was renamed as Harbin Jintian Aixin Pharmaceutical Chain Limited (哈爾濱金天愛心藥房連鎖有限公司) in 2012 and our wholly-owned subsidiary
“Hebei Yanxiao”	Hebei Yanxiao Pharmaceutical Distribution Company Limited (河北燕霄醫藥有限公司), a company incorporated in the PRC on 27 December 2005 and our wholly-owned subsidiary
“Heilongjiang Baitai”	Heilongjiang Baitai Pharmaceutical Company Limited (黑龍江百泰醫藥有限公司), a company incorporated in the PRC on 6 July 1998, one of our suppliers and a connected person of our Group
“Heilongjiang Health Century”	Heilongjiang Health Century Business Company Limited (黑龍江健康世紀商貿有限公司), a company incorporated in the PRC on 2 December 2010 and our wholly-owned subsidiary
“High-gross-margin Products”	products with high gross margins, which include our Licensed Products and products which we obtained exclusive distribution rights

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“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“HKSCC”	Hong Kong Securities Clearing Company Limited
“HKSCC Nominees”	HKSCC Nominees Limited, a wholly-owned subsidiary of HKSCC
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Hong Kong Health Century”	Hong Kong Health Century International Group Limited, a company incorporated in Hong Kong on 15 September 2010 and our wholly-owned subsidiary
“Hong Kong Offer Shares”	50,000,000 Shares (subject to reallocation) initially being offered by the Company for subscription pursuant to the Hong Kong Public Offering
“Hong Kong Public Offering”	the offer of the Hong Kong Offer Shares to the public in Hong Kong for subscription at the Offer Price on and subject to the terms and conditions described in this prospectus and the Application Forms, as further described in “ <i>Structure of the Global Offering – The Hong Kong Public Offering</i> ”
“Hong Kong Share Registrar”	Computershare Hong Kong Investor Services Limited
“Hong Kong Underwriters”	the underwriters listed in “ <i>Underwriting – Hong Kong Underwriters</i> ”, being the underwriters of the Hong Kong Public Offering
“Hong Kong Underwriting Agreement”	the underwriting agreement dated 29 November 2013 relating to the Hong Kong Public Offering entered into among the Company, the Controlling Shareholders and the Hong Kong Underwriters, as further described in “ <i>Underwriting – Underwriting Arrangements and Expenses – Hong Kong Public Offering – Hong Kong Underwriting Agreement</i> ”
“IFRS”	International Financial Reporting Standards, amendments and the related interpretations issued by the International Accounting Standards Board
“Independent Third Party”	an individual or a company who is not connected (within the meaning of the Listing Rules) with any director, chief executive or substantial shareholder of the Company or any of its subsidiaries or any of their respective associates

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“International Offer Shares”	450,000,000 Shares (subject to reallocation and the Over-allotment Option) initially being offered by the Company and the Selling Shareholders for subscription or purchase pursuant to the International Offering
“International Offering”	the offer of the International Offer Shares by the International Underwriters, as further described in “ <i>Structure of the Global Offering – The International Offering</i> ”
“International Underwriters”	the underwriters named in the International Underwriting Agreement
“International Underwriting Agreement”	the international underwriting agreement relating to the International Offering to be entered into among the Company, the Controlling Shareholders, the Selling Shareholder(s) and the International Underwriters on or around the Price Determination Date, as further described in “ <i>Underwriting – Underwriting Arrangements and Expenses – International Offering – International Underwriting Agreement</i> ”
“Investors”	AMG, DBS Nominees and SEAVI
“Jiamusi”	Jiamusi (佳木斯), a fourth-tier city located in Heilongjiang, China, where our Group first started its retail operations
“Jiamusi Jinmenggongchang”	Jiamusi Jinmenggongchang Media Planning Advertisement Company Limited (佳木斯金夢工場傳媒策劃廣告有限公司), a company incorporated in the PRC in 10 April 2000, one of our service providers and a connected person of our Group
“Jifeng”	Anhui Jifeng Pharmaceutical Co., Ltd. (安徽濟豐藥業有限公司), a company incorporated in the PRC on 17 February 2005, one of our suppliers and a connected person of our Group
“Jintian Aixin”	Jintian Aixin (金天愛心), the core brand for our retail pharmacies and a registered trademark in the PRC and Hong Kong
“Jintian Aixin Co.”	Heilongjiang Province Jintian Aixin Medicine Distribution Co., Ltd. (黑龍江省金天愛心醫藥經銷有限公司), a company incorporated in the PRC on 12 February 2004 and our non wholly-owned subsidiary
“Jintian Century”	Jiamusi Jintian Century Trade Company Limited (佳木斯金天世紀商貿有限公司), a company incorporated in the PRC on 17 April 2013, the equity interest in which is held by Mr. Jin as to 89%, Ms. Hao Ruihua as to 3%, Mr. Jin Guisheng as to 3%, Mr Jin Dongkun as to 3% and Ms. Chen as to 2%

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“Jintian Ciji Drug Store”	Heilongjiang Jintian Group Jintian Ciji Drug Store Co., Ltd. (黑龍江省金天集團金天慈濟醫藥連鎖有限公司), a company incorporated in the PRC on 14 April 2004 and our non wholly-owned subsidiary
“Jintian Ciji Pharma”	Heilongjiang Jintian Group Jintian Ciji Pharmaceutical Company Limited (黑龍江省金天集團金天慈濟醫藥有限公司), a company incorporated in the PRC on 15 July 1998 and our non wholly-owned subsidiary
“Jintian Exercise Program”	Jintian Exercise Program (金天健身操活動), a physical recreational programme organised by our Group in many cities in the PRC
“Jintian Institute”	Jintian Institute (金天學院), an internal department within our Group which provides internal and external training programmes, as described in “ <i>Business – Jintian Institute</i> ”
“Jintian Laobaixing”	Heilongjiang Jintian Group Lao Bai Xing Drug Store Co., Ltd (黑龍江省金天集團老百姓大藥房醫藥連鎖有限公司), a company incorporated in the PRC on 23 June 2005 and our non wholly-owned subsidiary
“Jintian Management”	Heilongjiang Jintian Group Pharmaceutical Management Co., Ltd. (黑龍江省金天集團醫藥管理有限公司), a company incorporated in the PRC on 28 September 2010 which was subsequently wound up as part of the Reorganisation
“Joint Bookrunners”	Morgan Stanley Asia Limited, DBS Asia Capital Limited and BOCOM International Securities Limited
“Latest Practicable Date”	22 November 2013, being the latest practicable date for the purpose of ascertaining certain information contained in this prospectus prior to its publication
“Licensed Brands”	brands which we have been granted with exclusive licences, as described in “ <i>Business – Our Direct-supply Model – Our Licensed Product Portfolio</i> ”
“Licensed Products”	products sold and exclusively distributed by us, as described in “ <i>Business – Our Direct-supply Model – Our Licensed Product Portfolio</i> ”
“Listing”	the listing of the Shares on the Main Board of the Stock Exchange
“Listing Committee”	the listing committee of the Stock Exchange

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“Listing Date”	the date, expected to be on or about 12 December 2013, on which the Shares become listed on the Stock Exchange and from which dealings in the Shares are permitted to commence on the Stock Exchange
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, as amended or supplemented from time to time
“Memorandum” or “Memorandum of Association”	the memorandum of association of the Company (as amended from time to time), a summary of which is set out in “ <i>Appendix IV – Summary of the Constitution of the Company and Cayman Companies Law</i> ”
“Merger by Absorption”	the merger by absorption undertaken by our Group as part of the Reorganisation, as further described in “ <i>History and Reorganisation – Reorganisation – Merger by Absorption</i> ”
“Mintai”	Tonghua Mintai Pharmaceutical Co., Ltd. (通化民泰藥業股份有限公司), a company incorporated in the PRC on 18 October 2000, one of our suppliers and a connected person of our Group
“Mr. Chu”	Chu Chuanfu (初川富), our executive Director and Chief Executive Officer
“Mr. Jin”	Jin Dongtao (金東濤), one of the Controlling Shareholders of the Company and our Chairman and executive Director
“Ms. Chen”	Chen Xiaoyan (陳笑妍), one of the Controlling Shareholders of the Company, our executive Director and spouse of Mr. Jin
“NDRC”	the National Development and Reform Commission of the PRC
“New Shares”	the Shares to be offered for subscription by our Company pursuant to the Global Offering
“NFS”	the China Southern Medicine Economy Research Institution of China Food and Drug Administration (國家食品藥品監督管理總局南方醫藥經濟研究所), a research institute affiliated with the CFDA and an independent third party
“Northeast China”	the northeastern region of China, including Heilongjiang, Jilin and Liaoning
“Northern China”	the northern region of China, including Beijing, Tianjin, Hebei, Shanxi and Inner Mongolia

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“Offer Price”	the final offer price per Offer Share (exclusive of brokerage of 1.0%, SFC transaction levy of 0.003% and Stock Exchange trading fee of 0.005%)
“Offer Shares”	the Hong Kong Offer Shares and the International Offer Shares, together with, where relevant, any additional Shares to be sold by the Selling Shareholders pursuant to the exercise of the Over-allotment Option
“OTC products”	over-the-counter pharmaceutical products, which are sold directly to consumers without prescriptions from healthcare professionals
“Over-allotment Option”	the option expected to be granted by the Selling Shareholders under the International Underwriting Agreement to the International Underwriters, exercisable by the Sole Global Coordinator on behalf of the International Underwriters, pursuant to which the Selling Shareholders may be required to sell up to 15% of the total number of Offer Shares available under the Global Offering, at the Offer Price to, among other things, cover over-allocations in the International Offering, if any, as described in “ <i>Structure of the Global Offering – The International Offering – Over-allotment Option</i> ”
“Pacific Health Century”	Pacific Health Century International Group Limited, a company incorporated in BVI on 18 August 2011 and one of the Controlling Shareholders of the Company
“Power of Attorney”	the power of attorney dated 26 November 2013 executed by Jintian Century, pursuant to which Jintian Century agreed to authorise representatives appointed by Hong Kong Health Century to exercise all of Jintian Century’s rights and powers as a shareholder of Jintian Aixin Co., details of which are set out in “ <i>History and Reorganisation – Reorganisation – Contractual Arrangements</i> ”
“Pre-listing Investments”	investments by DBS Nominees, SEAVI and AMG in Asia Health, as further described in “ <i>History and Reorganisation – The Pre-listing Investments</i> ”
“prescription products”	pharmaceutical products which are sold to consumers according to prescriptions from healthcare professionals
“Price Determination Date”	the date, expected to be on or about 5 December 2013 (New York time) (6 December 2013 (Hong Kong time)), on which the Offer Price will be determined and, in any event, not later than 9 December 2013
“QIB”	a qualified institutional buyer within the meaning of Rule 144A

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“Regulation S”	Regulation S under the US Securities Act
“Reorganisation”	the reorganisation of the Group in preparation for the Listing, details of which are set out in “ <i>History and Reorganisation</i> ”
“Reorganisation of Offshore Holding Structure”	the reorganisation of the Group’s offshore holding structure which will take place immediately prior to the completion of the Global Offering, details of which are set out in “ <i>History and Reorganisation</i> ”
“RMB”	Renminbi, the lawful currency of the PRC
“Rule 144A”	Rule 144A under the US Securities Act
“SAFE”	the State Administration of Foreign Exchange of the PRC (中華人民共和國外匯管理局)
“Sale Shares”	the Shares to be offered for sale by the Selling Shareholders at the Offer Price under the Global Offering
“SEAVI”	SEAVI Advent Asia Investments (II) Limited, a company incorporated in BVI with limited liability on 23 December 2003, and is one of our Investors
“Selling Shareholders”	SEAVI, DBS Nominees and AMG, as described in “ <i>Appendix V – Statutory and General Information – Selling Shareholders</i> ”
“Series A Preference Shares”	Series A preference shares with a nominal value of US\$0.001 each in the share capital of Asia Health
“Series B Preference Shares”	Series B preference shares with a nominal value of US\$0.001 each in the share capital of Asia Health
“SFC”	the Securities and Futures Commission of Hong Kong
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
“Shareholder(s)”	holder(s) of Shares
“Share Option Scheme”	the share option scheme conditionally approved and adopted by the then sole Shareholder on 18 November 2013, a summary of the principal terms of which is set out in “ <i>Appendix V – Statutory and General Information – Share Option Scheme</i> ”

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“Share Pledge”	the share pledge agreement dated 1 July 2013 entered into between Jintian Century, Hong Kong Health Century and Jintian Aixin Co. and as amended on 26 November 2013, pursuant to which Jintian Century’s 4.99% equity interest in Jintian Aixin Co. is pledged to Hong Kong Health Century to secure performance of the obligations of Jintian Century under Exclusive Consultancy Services Agreement, details of which are set out in “ <i>History and Reorganisation – Reorganisation – Contractual Arrangements</i> ”
“Share(s)”	ordinary share(s) in the capital of the Company with a nominal value of US\$0.001 each
“Sole Global Coordinator” or “Sole Sponsor”	Morgan Stanley Asia Limited, which is licensed to conduct Type 1 (dealing in securities), Type 4 (advising on securities) and Type 6 (advising on corporate finance) regulated activities under the SFO, and is a restricted licensed bank under the Hong Kong Banking Ordinance, Chapter 155 of the Laws of Hong Kong
“sq.m.”	square metres
“Stabilising Manager”	Morgan Stanley Asia Limited
“Stock Exchange” or “Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Structured Contracts”	a number of structured contracts among Heilongjiang Health Century, Jintian Management, certain subsidiaries of Jintian Management and the Controlling Shareholders, which were first entered into in December 2010 and terminated on 27 June 2013, the details of which are set out in “ <i>Appendix V – Statutory and General Information – The Structured Contracts</i> ”
“Sui Hua”	Suihua New Century Drug Store Co., Ltd. (綏化新世紀醫藥連鎖有限公司), a company incorporated in the PRC on 8 April 2003 and our non-wholly owned subsidiary
“Track Record Period”	the financial years of the Company ended 31 December 2010, 2011 and 2012 and the six months ended 30 June 2013
“Underwriters”	the Hong Kong Underwriters and the International Underwriters
“Underwriting Agreements”	the Hong Kong Underwriting Agreement and the International Underwriting Agreement
“US” or “United States”	the United States of America, its territories and possessions and all areas subject to its jurisdiction

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“US Exchange Act”	the United States Securities Exchange Act of 1934, as amended from time to time
“US Securities Act”	the United States Securities Act of 1933, as amended from time to time
“Wei Kang”	Shenyang Wei Kang Drug Store Co., Ltd (瀋陽維康醫藥連鎖有限公司), a company incorporated in the PRC on 24 October 2001 and our non wholly-owned subsidiary
“White Form eIPO”	the application for Hong Kong Offer Shares to be issued in the applicant’s own name by submitting applications online through the designated website at www.eipo.com.hk
“White Form eIPO Service Provider”	Computershare Hong Kong Investor Services Limited

In this prospectus, the terms “associate”, “connected person”, “connected transaction”, “subsidiary” and “substantial shareholder” shall have the meanings given to such terms in the Listing Rules, unless the context otherwise requires.

In this prospectus, unless otherwise stated, amounts denominated in US dollars have been translated into HK dollars at an exchange rate of US\$1.00 = HK\$7.80 and certain amounts denominated in HK dollars have been translated into US dollars at an exchange rate of HK\$1.00 = US\$0.13, in each case for illustrative purposes only. Such conversions shall not be construed as representations that amounts in HK or US dollars were or could have been or could be converted into HK dollars or US dollars (as the case may be) at such rates or any other exchange rates on such date or any other date.

Certain amounts and percentage figures included in this prospectus have been subject to rounding adjustments. Accordingly, figures shown as totals in certain tables may not be an arithmetic aggregation of the figures preceding them.

Unless otherwise specified, all references to any shareholdings in the Company following the completion of the Global Offering assume that the Over-allotment Option is not exercised.

The English names of companies incorporated in the PRC and cities of the PRC are translations of their Chinese names and are included for identification purposes only.